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RECORDATION NO. _____ Filed & Recorded

NOV 20 1972 -2 10 PM

INTERSTATE COMMERCE COMMISSION

SUPPLEMENTAL AGREEMENT

DATED AS OF OCTOBER 17, 1972

AMENDING

RAILROAD EQUIPMENT LEASE

DATED AS OF AUGUST 2, 1972

BETWEEN

BETHLEHEM STEEL CORPORATION, LESSOR

AND

TRAILER TRAIN COMPANY, LESSEE

THIS SUPPLEMENTAL AGREEMENT dated October 17, 1972, between Bethlehem Steel Corporation, a corporation organized under the laws of the State of Delaware (hereinafter sometimes called the "Lessor"), and TRAILER TRAIN COMPANY, a corporation organized under the laws of the State of Delaware with an office at 300 South Wacker Drive, Chicago, Illinois (hereinafter sometimes called the "Lessee"):

WITNESSETH:

WHEREAS, by Railroad Equipment Lease dated August 2, 1972 (hereinafter called the "Lease"), Lessor leased to Lessee the railroad flat cars therein set forth:

WHEREAS, the Lessee has requested the Lessor to supplement the Lease to include thereunder additional railroad flat cars:

NOW, THEREFORE, the parties hereto in consideration of the premises, and each intending to be legally bound hereby, do hereby agree as follows:

1. The Lease is hereby supplemented by the inclusion of the following railroad flat cars under its terms and conditions:

(2) 68' Cable Reel Flat Cars, without components, except hydraulic draft gears, couplers and tie-down channels, to be numbered 80857 and 80858, both inclusive, shall be purchased at \$23,365.00, each.

2. The Lease, as supplemented by this Agreement, shall continue in full force and effect.

3. Lessee will, at its expense, upon execution and delivery of this Agreement, cause the same to be duly filed and recorded with Interstate Commerce

Commission in accordance with Section 20c of the Interstate Commerce Act,
as amended and wherever else required in order to publish notice of and to
protect the title of Lessor to the Cars.

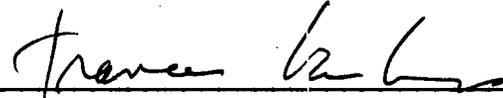
IN WITNESS WHEREOF, the parties hereto have caused this instrument
to be executed in their behalf and sealed with their respective seals as of the
date first above written.

ATTEST:

BETHLEHEM STEEL CORPORATION



ASSISTANT SECRETARY



VICE PRESIDENT

SEAL

ATTEST:

TRAILER TRAIN COMPANY


Assistant Secretary
Vice President-Finance

SEAL

COMMONWEALTH OF PENNSYLVANIA)
)
COUNTY OF NORTHAMPTON)

On this 23rd day of October before me personally
appeared FRANCIS VAN NUYS to me personally known, who,
being by me duly sworn, says that he is a VICE PRESIDENT of
Bethlehem Steel Corporation, that the seal affixed to the foregoing
instrument is the corporate seal of said corporation, that said instru-
ment was signed and sealed on behalf of said corporation by authority
of its Board of Directors and he acknowledged that the execution of
the foregoing instrument was the free act and deed of said corporation.

Evelyn S. Weeks

NOTARY PUBLIC
My Commission Expires
City of Bethlehem
Northampton County
October 13, 1974

CERTIFICATE OF ACCEPTANCE
UNDER RAILROAD EQUIPMENT LEASE

TO: BETHLEHEM STEEL CORPORATION

I, a duly appointed inspector and authorized representative of Trailer Train Company (hereinafter called the "Lessee"), for the purpose of the Railroad Equipment Lease dated August 2, 1972, amended October 17, 1972, between you, as Manufacturer and the Lessee, do hereby certify that I have inspected, received, approved and accepted delivery on behalf of the Lessee under said Railroad Equipment Lease of the following units of railroad equipment:

Type of Cars:

Place Accepted:

Date Accepted:

Number of Units:

Numbered:

I do further certify that the foregoing cars are in good order and condition and conform to the specifications applicable thereto, and to all applicable Interstate Commerce Commission requirements and specifications and to all standards of the Association of American Railroads. The execution of this certificate will in no way relieve the Manufacturer of its duty or decrease its responsibility (i) to produce and deliver the railroad equipment indicated above in accordance with the terms of the purchase agreement and (ii) in respect of its warranty in the Lease of Railroad Equipment, to be of good workmanship, constructed with quality materials and be free of defects.

Inspector and Authorized
Representative of
TRAILER TRAIN COMPANY

SPECIAL CERTIFICATE

TO: TRAILER TRAIN COMPANY

I, a duly appointed inspector and authorized representative of Trailer Train Company (hereinafter called the "Company"), do hereby certify that I have inspected the following described flat cars at the time and place of their acceptance on behalf of the Company under the terms of the Railroad Equipment Lease dated August 2, 1972, amended October 17, 1972, between BETHLEHEM STEEL CORPORATION and the Company:

Type of Cars:

Number of Units:

Place Accepted:

Date Accepted:

Numbered:

I do further certify that there was plainly, distinctly, permanently and conspicuously marked by stencilling on each side of each unit at the time of its acceptance, in letters not less than one inch in height, the following legend:

"OWNED BY A BANK OR TRUST COMPANY UNDER A SECURITY AGREEMENT FILED UNDER THE INTERSTATE COMMERCE ACT, SECTION 20C"

Inspector and Authorized
Representative of
TRAILER TRAIN COMPANY